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WARNER BROS. ENTERTAINMENT INC.

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SERENDIP LLC & WENDY
CARLOS,

Plaintiffs,

v.

WARNER BROS. ENTERTAINMENT
INC.,

Defendant.

CASE NO. CV 08-07739 RGK (RCx)

**DECLARATION OF LINDA M.
BURROW IN SUPPORT OF
WARNER BROS.
ENTERTAINMENT INC.'S
OPPOSITION TO PLAINTIFFS'
MOTION FOR PARTIAL
SUMMARY JUDGMENT;
EXHIBITS**

WARNER BROS. ENTERTAINMENT
INC.

Counter-claimant,

v.

SERENDIP LLC, a New York limited
liability company, and WENDY
CARLOS, an individual,

Counter-defendants

[[Defendant Warner Bros. Entertainment Inc.'s Opposition to Plaintiffs' Motion for Partial Summary Judgment; Statement of Genuine Issues of Fact and Additional Material Facts; Evidentiary Objections; and Declaration of Edward Pierson filed concurrently herewith]

[[Proposed] Order Denying Plaintiffs' Motion for Partial Summary Judgment lodged concurrently herewith]

Date: November 30, 2009
Time: 9:00 a.m.
Courtroom: 850

DECLARATION OF LINDA M. BURROW

I, Linda M. Burrow, declare as follows:

1. I am an attorney admitted to practice in the state of California, and am a shareholder at the law firm of Caldwell Leslie & Proctor PC ("Caldwell Leslie" or the "Firm"), counsel for Warner Bros. Entertainment Inc. ("Warner Bros.") in this action. I am the attorney at Caldwell Leslie with primary responsibility for this case and have been involved in this litigation since its inception. I have firsthand knowledge of the facts stated herein, and could and would testify competently thereto if called as a witness in this matter.

2. Attached hereto as "Harlan Decl." is a true and correct copy of the Declaration of Jan Harlan filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

3. Attached hereto as "Thornburg Decl." is a true and correct copy of the Declaration of Roberta Thornburg filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

4. Attached hereto as "Kory Decl." is a true and correct copy of the Declaration of Michael J. Kory filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

5. Attached hereto as "Franklin Depo." are true and correct copies of excerpts from the Deposition of Annemarie Franklin, which I took on September 16, 2009 in New York, New York.

6. Attached hereto as "Carlos Depo." are true and correct copies of excerpts from the Deposition of Wendy Carlos, which I took on September 17, 2009 in New York, New York.

7. Attached hereto as Exhibit "1" is a true and correct copy of a release form signed by Wendy Carlos, which was marked as Exhibit No. 20 at the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 143:11-22 and by Ms. Carlos at 74:6-12.

1 8. Attached hereto as Exhibit “2” is a true and correct copy of an email
2 dated June 27, 2003 from “wencar@nyc.rr.com” to Jan Harlan, which was produced
3 by Plaintiffs in response to discovery in this action. This document was marked as
4 Exhibit No. 19 at the Deposition of Annemarie Franklin and authenticated by Ms.
5 Franklin at 142:17-143:10.

6 9. Attached hereto as Exhibit “3” is a true and correct copy of an email
7 dated March 7, 2001 from “wencar@nyc.rr.com” to Jan Harlan, which was marked as
8 Exhibit No. 18 at the Deposition of Annemarie Franklin. This document was also
9 used as an exhibit to the Deposition of Wendy Carlos and authenticated by Ms.
10 Carlos at 64:3-65:2.

11 10. Attached hereto as Exhibit “4” is a true and correct copy of an email
12 dated April 10, 2003 from Jan Harlan to “wencar@nyc.rr.com,” which was produced
13 by Plaintiffs in conjunction with their Rule 26 initial disclosures. This document was
14 marked as Exhibit No. 26 at the Deposition of Wendy Carlos and authenticated by
15 Ms. Carlos at 66:13-20.

16 11. Attached hereto as Exhibit “5” is a true and correct copy of an email
17 dated April 11, 2003 from “wencar@nyc.rr.com” to Jan Harlan, which was produced
18 by Plaintiffs in response to discovery in this action. This document was marked as
19 Exhibit No. 27 at the Deposition of Wendy Carlos and authenticated by Ms. Carlos at
20 67:10-68:23.

21 12. Attached hereto as Exhibit “6” is a true and correct copy of an
22 Agreement between Trans-Electronic Music Productions, Inc. and Polaris
23 Productions, Inc., which was marked as Exhibit No. 4 at the Deposition of Annemarie
24 Franklin and authenticated by Ms. Franklin at 31:21-32:19.

25 13. Attached hereto as Exhibit “7” is a true and correct copy of the music
26 cue sheet for *A Clockwork Orange* dated March 24, 1972 which was produced by
27 Warner Bros. in this litigation as WB000051 to WB000052. I have compared the

1 music cues in this cue sheet to the film *A Clockwork Orange* and believe it to be
2 accurate.

3 14. Attached hereto as Exhibit "8" is a true and correct copy of a letter on
4 Trans-Electronic Music Productions, Inc. letterhead dated March 29, 1980 from
5 Wendy Carlos and Rachel Elkind to Stanley Kubrick. This letter was produced in this
6 litigation as document JH 005 by Jan Harlan.

7 15. Attached hereto as Exhibit "9" is a true and correct copy of a document
8 entitled "Composer Loanout Agreement" dated January 25, 1980 which was marked
9 as Exhibit No. 9 at the Deposition of Annemarie Franklin and authenticated by Ms.
10 Franklin at 94:22-24, 95:12-96:4. This document was also used as an exhibit to the
11 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 87:14-24.

12 16. Attached hereto as Exhibit "10" is a true and correct copy of a January
13 25, 1980 letter agreement between Peregrine Filmmaatschappij, N.V. and Trans-
14 Electronic Music Productions, Inc., which was marked as Exhibit No. 10 at the
15 Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 94:25-95:6,
16 97:17-22. This document was also used as an exhibit to the Deposition of Wendy
17 Carlos and authenticated by Ms. Carlos at 90:22-91:7.

18 17. Attached hereto as Exhibit "11" is a true and correct copy of an undated
19 document entitled "Copyright Assignment," which was produced by Plaintiffs in
20 response to discovery in this action. This document was marked as Exhibit No. 3 at
21 the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 27:20-
22 28:5.

23 18. Attached hereto as Exhibit "12" is a true and correct copy of a page from
24 the website, www.wendycarlos.com, which my office printed on February 5, 2009.
25 This document was marked as Exhibit No. 17 at the Deposition of Annemarie
26 Franklin and authenticated by Ms. Franklin at 132:11-133:13.

1 19. Attached hereto as Exhibit "13" are true and correct copies of the CDs,
2 *Rediscovering Lost Scores*, Volumes I and II, that I purchased from Amazon.com in
3 February 2009.

4 20. Attached hereto as Exhibit "14" is a true and correct copy of an email
5 dated February 15, 2001 from Wendy Carlos to "viviank@earthlink.net," which was
6 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures. This
7 document was marked as Exhibit No. 13 at the Deposition of Annemarie Franklin and
8 authenticated by Ms. Franklin at 108:18-109:22.

9 21. Attached hereto as Exhibit "15" is a true and correct copy of an email
10 dated February 14, 2001 from "viviank@earthlink.net" to Wendy Carlos, which was
11 produced by Plaintiffs in response to discovery in this action. This document was
12 marked as Exhibit No. 12 at the Deposition of Annemarie Franklin and authenticated
13 by Ms. Franklin at 107:22-108:7. This document was also used as an exhibit at the
14 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 95:25-96:7.

15 22. Attached hereto as Exhibit "16" is a true and correct copy of an email
16 exchange between "serendip@nyc.rr.com," Ned Price and Vivian Kubrick dated
17 February 16, 2001, which was produced by Plaintiffs in conjunction with their Rule
18 26 initial disclosures. This document was marked as Exhibit No. 14 at the Deposition
19 of Annemarie Franklin and authenticated by Ms. Franklin at 110:18-111:2.

20 23. Attached hereto as Exhibit "17" is a true and correct copy of a March
21 2001 email exchange between "wencar@nyc.rr.com," Jan Harlan and Melanie Viner
22 Cuneo, which was produced by Plaintiffs in response to discovery in this action. This
23 document was marked as Exhibit 25 at the deposition of Wendy Carlos and
24 authenticated by Ms. Carlos at 49:5-25.

25 24. Attached hereto as Exhibit "18" is a true and correct copy of an email
26 dated September 5, 2006 from "serendip@nyc.rr.com" to Jan Harlan, which was
27 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures.

